



BYLAWS OF USTA/VIRGINIA TENNIS INC.

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ARTICLE I – NAME AND PURPOSES

SECTION 1: Name

This organization shall be known as USTA/Virginia Tennis Inc. and hereinafter will be referred to as the “District.” This organization is a District Association of a Sectional Association of the United States Tennis Association for the Mid-Atlantic Section herein after referred to the “Mid-Atlantic Section.” (Mid-Atlantic Section Bylaws Article IV, Section 1.)

These Bylaws provide the provisions for operations of the District in accordance with the Mid-Atlantic Section Bylaws, and United States Tennis Association (USTA) Constitution, Bylaws, and Regulations.

SECTION 2: Purpose

The District’s purpose, among other things, is to: (1) develop, promote and administer the game of tennis in Virginia, in the interest of healthful recreation and physical fitness; (2) uphold and maintain rules of play and standards of amateurism and good sportsmanship; (3) encourage and conduct tennis tournaments and competitions open to athletes without regard to race, gender, creed, color, sexual orientation, or national origin; (4) promote character and responsible citizenship through tennis under the best conditions possible; and (5) carry on other similar activities permitted to be carried on by a corporation incorporated in the state of Virginia. (Mid-Atlantic Section Bylaws, Article I.)

The District shall perform its activities as a tax-exempt entity under Section 501 (c)(4), of the U.S. Internal Revenue Code. (Mid-Atlantic Section Bylaws, Article IV, Section 8.)



ARTICLE II – DISTRICT OFFICES

The principal office and any other offices of the District shall be located in Virginia at such location as the District’s Board of Directors (BOD) may select.

ARTICLE III - DISTRICT MEMBERSHIP

SECTION 1: Members and Membership

Membership of the District shall comprise all USTA Membership Clubs and Organizations as defined in the MAS Bylaws, Article IV, Section 1 for the Virginia District and as recognized in paragraph 6-8 of the USTA Bylaws.

SECTION 2: Suspensions and Expulsions

Suspensions and expulsions shall be in accordance with the USTA Bylaws. (See USTA Bylaws, Paragraph 19.)

ARTICLE IV – DISTRICT AUTHORITY AND RESPONSIBILITIES GENERALLY

SECTION 1: Tennis Activities

Tennis activities connected with the District and the administrative affairs shall be conducted in accordance with the Constitution, Bylaws, Standing Orders, Tournament and League Regulations of the USTA, Mid-Atlantic Section, and these Bylaws.

SECTION 2: Assignment of Powers from Mid-Atlantic Section

The District shall have powers, authority and responsibilities as are assigned by the Mid-Atlantic Section Bylaws and such other powers, authority, and responsibilities consistent with these By-Laws as from time-to-time may be assigned to them by the Section's BOD. (See Mid-Atlantic Section Bylaws, Article IV, Section 2.)

The District shall be represented by a Delegate to the Mid-Atlantic Section. This Delegate shall be the person elected as such (Id.). In the absence of the Delegate, the President of the District shall represent the District to the Mid-Atlantic Section. (Id.) The District shall also be represented on the Mid-Atlantic Nominating Committee in the manner and to the extent hereinafter provided in these Bylaws. (Id.)



SECTION 3: Delegate to the Mid-Atlantic Section

The District's Delegate to the Mid-Atlantic Section shall represent the District at all Mid-Atlantic Section Membership Meetings and may be directed by the Member Clubs and Organizations located within the District to cast the collective voting strength of such member Clubs and Organizations at any such meeting either on a solid or split basis. (Mid-Atlantic Section Bylaws, Article IV, Section 4.) Only duly authorized representatives of the District shall be permitted to vote at the Section meetings. Representatives may vote either in person or by proxy at membership meetings. (Mid-Atlantic Section Bylaws, Article IV, Section 6.)

SECTION 4: Corporate Organization

The District shall form and maintain an appropriate not-for-profit corporate organization for the purpose of meeting the above-delineated responsibilities and for conducting local activities. The BOD shall promulgate such governing documents as may be necessary for the proper functioning of such an organization. No such organization or governing documents shall be implemented without the prior review of the Mid-Atlantic Section General Counsel. (Mid-Atlantic Section Bylaws, Article IV, Section 8.)

ARTICLE V – DUES AND VOTING POWER

SECTION 1: Dues

District Member Clubs and Organizations shall pay dues in accordance with the USTA By-Laws. Accordingly, each member club and organization will be billed annually for its dues by the Membership Department of the United States Tennis Association and shall remit its dues as directed in such billing.

SECTION 2: Voting Power

Except as hereinafter specifically provided in Section 3 of this article, the District Delegate shall be the only voting member of the Mid-Atlantic Section. The voting strength of the District shall be computed as specified in the Mid-Atlantic Section Bylaws, Article V, Section 2.



SECTION 3: Allocation of Voting Power

a. Except as provided in Paragraph (b) below and in Section 1 of Article IV, the only persons entitled to vote at Mid-Atlantic Section Meetings shall be the District's Delegate and the Delegate may cast the full voting strength of the District either on a solid or split basis. Such District votes will not be cast, or broken down, on a member-by-member basis. But, any member organization may submit its own motion either by personal representative or by request to its District representative to have its position on any question recorded in the minutes of the Mid-Atlantic Section meeting involved.

b. A member organization may vote directly at Mid-Atlantic Section meetings only upon a satisfactory showing to the BOD prior to the Mid-Atlantic Section meeting involved. In order to be considered, the member organization must show at least one of the following:

- (1) A meeting of the District complying with the requirements of Article IV above was not held; or
- (2) It did not receive a notice of any such meeting; or
- (3) It was otherwise improperly denied an opportunity to participate in the meeting at which the District determined how its votes would be cast on a particular question to be considered at the Mid-Atlantic Section meeting.

The number of votes any such member organization shall be entitled to cast will be determined by the Secretary and shall be computed as specified in the Mid-Atlantic Section Bylaws, Article V, Section 2.

SECTION 4: Voting Strength of Member Organizations

The District shall generally not deprive a member organization from voting its full voting strength on matters relating to a disposition or resolution of questions presented at the meeting. The BOD may determine that a member organization may not cast votes at any District or Mid-Atlantic Section meeting, if such member organization has unpaid tournament fees.



ARTICLE VI – DISTRICT OFFICERS

SECTION 1: Structure of Officer Positions

Officers of the District shall parallel the structure and duties of the USTA and Mid-Atlantic Section. (See Mid-Atlantic Section Bylaws, Article VI, Section 1.) Accordingly, District officers shall be President, First Vice President, Second Vice President, Delegate to the Mid-Atlantic Section, Secretary, and Treasurer.

SECTION 2: Appointment of other Officers or Assistants by the President

In addition to the elected officers provided for in Section 1 above, the President, subject to the approval of the District-BOD, may appoint other officers or assistants as deemed necessary for the proper functioning of the District. The terms of such officers shall not extend beyond the term of the appointing president. No person is eligible for election or appointment as an officer unless that person is a USTA member whose primary residence is in Virginia.

SECTION 3: Succession during absence of the President

The Vice Presidents and Delegate will act in the absence of the President, by seniority in the order listed in Section 1 above.

SECTION 4: Replacement of Officers

The BOD shall appoint a successor in the event of disability, resignation, removal of an officer, or member of the nominating committee, or when an office otherwise becomes vacant. The appointee shall serve until a replacement is elected at the next annual membership meeting.

SECTION 5: Responsibilities

The duties of the respective officers shall, in general, parallel those of the corresponding officers of the Mid-Atlantic Section.

a. President: Preside at all membership meetings. Act as Chairperson of the BOD and the Executive Committee.

(1) With approval of the BOD, appoint other Officers or Assistants, a Nominating Committee chairperson, and establish appointed committees and its committee



members.

- (2) Serve on the Mid-Atlantic Section BOD as a non-voting member, but become a voting member in the absence of the District's Delegate.
- (3) Except as otherwise provided in these Bylaws, appoint all committee chairpersons and act as an "Ex Officio" member with power to vote, except for the Nominating Committee.
- (4) Provide for preparation of the Annual Budget and its presentation to the BOD for approval.
- (5) Provide for annual reviews and audits of the District's financial accounts.

b. First Vice President: Assist the President in the performance of his/her duties; exercise all powers of the chairperson of the Board and President, in his/her absence or in case of his resignation or incapacity.

c. Second Vice President: Assist the President and First Vice President in the performance of their duties and exercise all powers of the First Vice President in his/her absence or in case of resignation or incapacity.

d. Delegate to the Mid-Atlantic Section: Subject to instructions of the BOD or the membership, represent the District at, and in connection with, all official Mid-Atlantic Section meetings as required in Article IV.

e. Secretary:

- (1) Verify membership.
- (2) In cooperation with the General Counsel, certify membership-voting power.
- (3) Issue notices of District membership meetings.
- (4) Keep minutes of meetings of the BOD and Executive Committee.
- (5) Perform other duties as may be assigned by the President.



f. Treasurer:

- (1) Control and manage finances of the District.
- (2) Prepare the District's Proposed Annual Budget in accordance with guidance from the BOD and President.
- (3) Coordinate development of Annual Reviews/Audits of District finances.
- (4) Perform other duties as assigned by the President.

SECTION 6: Election of Officers

All officers and the District representative to the Mid-Atlantic Section Nominating Committee shall be elected at the Annual Membership Meeting held in even-numbered years to serve two-year terms commencing on the following January 1. Officers will serve until their successors are elected and qualified to take office. Each officer may be re-elected for an additional term or terms. (USTA Bylaws, Paragraph 28.)

ARTICLE VII - GOVERNING BOARD OF DIRECTORS AND COMMITTEES

SECTION 1: BOD Membership

a. The BOD shall consist of:

- (1) The Elected Officers as provided for in Article VI.
- (2) The Immediate past President.
- (3) General Counsel (non-voting).
- (4) Executive Director (non-voting).

b. The BOD shall establish the policies and objectives of the District and direct its business. It shall approve budgets as well as establish capital programs and review performance against goals, objectives, and budgets. A majority of votes cast shall constitute the action of the BOD.



c. In addition to its general powers, the BOD shall have the full power and authority to:

- (1) Enforce compliance with these Bylaws and Standing Orders and with the Constitution, Bylaws, Standing Orders, and Rules and Regulations of the USTA, Mid-Atlantic Section, and by all USTA individual members participating in Mid-Atlantic Section sanctioned tournaments held in the VT District;
- (2) Approve and order execution of contracts and other writings;
- (3) Hear and decide questions submitted by any member for decision;
- (4) Recommend sanctions and supervise all tournaments and programs;
- (5) Control all District funds and expenditures;
- (6) Employ or contract for all needed services;
- (7) Remove any District Officer or Committee Member for cause; and
- (8) Create, adopt, publish, and enforce rules, regulations and policy statements necessary to implement these Bylaws and to promote the purposes thereof.

d. All decisions of the BOD are binding authority of the District. An appeal of a BOD decision may be submitted by a member of the District's membership. This appeal can be submitted at the District's Annual Meeting or a meeting called pursuant to Article IX, Section 2 and Article IV. After consideration of an Appeal, the ruling of the Membership is final.

SECTION 2: Executive Committee

a. The District shall have an Executive Committee composed as follows:

- (1) Each member of the BOD;
- (2) Chairpersons of councils/committees; and
- (3) Other persons appointed by the President with BOD approval.

b. The Executive Committee shall meet at least twice a year, at which meeting, Current District matters will be reported and discussed. Among other things, recommendations regarding problem areas and policies may be developed and presented to the BOD.



SECTION 3: Standing Committees

a. The District shall also have the following Standing Committees:

- (1) Budget and Finance;
- (2) Community Tennis;
- (3) Grievance, Bylaws and Rules;
- (4) Nominating; and
- (5) Officials.

b. The duties and responsibilities of the above Standing Committees are listed in the District's Standing Orders attached as Appendix I. These duties and responsibilities may be changed by the BOD without membership approval.

SECTION 4: Chairpersons of Standing Committees

a. Chairpersons of committees listed in Section 3 shall be appointed by the President in coordination with the BOD. The appointment of other members of said committees shall be made by the President upon recommendation of committee chairpersons.

b. Committee chairpersons shall preside at all meetings. They shall make reports in person or writing on the activities and programs of their committees to the membership, at Semi-Annual and Annual Meetings, the executive committee, and the BOD as directed.

c. Chairpersons and committee members shall serve at the pleasure of the President and shall be subject to re-appointment or replacement at the beginning of each two-year term of elected officers.

SECTION 5: Quorum to conduct business

a. The following shall constitute a quorum for transaction of business by:

- (1) Board of Directors - Not less than two thirds of its voting members;
- (2) Executive Committee - Not less than half of its members;
- (3) Nominating Committee - Not less than two thirds of its members; and



(4) Other Committees – Not less than one half of its members.

b. Actions of the BOD shall be by majority of votes cast whether in person and/or by telephone, fax transmission, letter, e-mail, or special ballot. In the event that voting is by telephone or e-mail, such vote shall be immediately confirmed in writing to the Secretary for entry in the official record. In addition, committees may participate in a meeting of those bodies by way of a conference telephone or similar communications equipment whereby all persons participating can hear each other, and such shall constitute presence in person for quorum purposes.

c. Meetings of the BOD or any committee shall be held at such place and time as may be fixed by its chairman. One half of the members of the BOD or any committee shall have the power to call a committee meeting.

SECTION 6: Other Committees

In addition to the Standing Committees listed in Section 3, the District may have other committees, or sub-committees to Standing Committees, as deemed appropriate by the President, with consent of the BOD.

SECTION 7: Requirements for Committee Membership

All members of the BOD, chairpersons, and committee members must be USTA members whose primary residence is in Virginia.

ARTICLE VIII - INDEMNIFICATION

The officers and directors of the District may be indemnified and held harmless from liability arising from the performance of their official duties listed in, but not limited to, Article V, Section 5 and to the extent provided for in Article IX.



ARTICLE IX - MEETINGS

SECTION 1: Annual Meeting

The District shall hold a meeting of all its member clubs and organizations at least once each year, at such time and in such a manner to conform to these By-Laws. This meeting may be for the transaction of such business as may come before the District including the election of the District officers, and its representative on the Mid-Atlantic Section Nominating Committee. (Mid-Atlantic Section Bylaws, Article IV, Section 3.)

Every other year, the Annual Meeting shall include: in even years, a members vote on the Virginia slate, Mid-Atlantic slate, and the Virginia delegate to the Mid-Atlantic Nominating Committee; and, in odd years, a members vote on the Mid-Atlantic Nominating Committee at-large members.

The Annual Membership Meeting is intended for transactions of such business as shall come before it. The meeting shall be held on such date and place each year as shall be fixed by the BOD, but in any case, at least two weeks prior to the Mid-Atlantic Section Annual Membership Meeting. It shall include election of officers; election of any at large members of the District to the Mid-Atlantic Section Nominating Committee, and the District's representative on the Mid-Atlantic Section Nominating Committee.

SECTION 2: Special Meetings

The BOD may call a special meeting of the VT Membership at any time. At least 30 days prior to the meeting, a written notice shall be mailed by the Secretary to each member organization stating the purpose of the meeting. Only those matters specified in the notice shall be considered at the meeting.

SECTION 3: Representation at Meetings

At all membership meetings, a member club or organization wishing to participate directly, may be represented by any person from that organization presenting written credentials. Such credentials must be signed by at least two organization officers, one of which may be the person in charge of tennis affairs. Direct participation by member clubs or organizations does not include the right to vote other than as provided in Article V, Section 3.



Section 4: Other Meetings

The BOD may arrange or call other District level meetings, in addition to the "Annual Meeting" provided for in Section 3 above. These District level meetings may be deemed necessary or appropriate for the purposes of: (a) administering the affairs of the District; (b) conducting its tennis activities; and (c) representing the USTA and Mid-Atlantic Section Member Clubs and Organizations within its boundaries in connection with the administration of tennis affairs and activities by the District.

The BOD shall call a meeting for the purpose or purposes contemplated by this Section upon the written request of Member Clubs and Organizations located within the District having an aggregate vote of not less than one-tenth of the total voting membership within the District. (Mid-Atlantic Section Bylaws, Article IV, Section 5.)

SECTION 5: Conduct of Meetings

Robert's Rules of Order shall be the rules of order for all District Meetings provided for by Sections 3 and 5 above and the presence, either in person or by proxy, of 25% of the collective voting strength of the voting membership shall constitute a quorum. A vote of a majority of those votes present shall constitute the action of the District Membership of the District. (Mid-Atlantic Section Bylaws, Article IV, Section 7.)

ARTICLE X – AMENDMENTS

SECTION 1: Approval of Amendments

These Bylaws, or any one or more of the provisions thereof may be amended by changing, altering, suspending, supplementing, or repealing the same at any duly constituted annual or special membership meeting of the District by affirmative vote of at least two thirds of the votes cast, provided that at least 30 days before such meeting, a notice of the proposed amendment(s) be sent to each member organization.

SECTION 2: Approval of Amendments in view of new USTA Requirements

The amendment of any provision of the USTA Constitution, Bylaws, Standing Orders, or Tournament Regulations referred to or relied upon herein shall be considered as an amendment



to these Bylaws without regard to the requirements of Section 1. In such cases, including any changes required to conform these Bylaws to new USTA requirements, amendments will be incorporated herein by the Secretary subject to the approval of the BOD.

SECTION 3: Amendments Resulting from Unanimous Vote of the BOD

These Bylaws or any provisions thereof, may be amended by unanimous vote of the BOD without regard to the requirements of Section 1. Any such amendment(s) shall remain in effect until the next annual or special membership meeting. At that time said amendment(s) shall be voted upon and unless an affirmative vote of at least two-thirds of the votes present are cast, said amendment(s) will be repealed.

--NOTHING FOLLOWS--